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OLD LYME, CONNECTICUT 06371

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SURFACE TRANSPORTATION BOARD

ADMITTED IN CONNECTICUT
AND MASSACHUSETTS

TEL: (860) 434-4301
FAX: (860) 434-4306

October 17, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1725 K Street N.W. Room 714
Washington, D.C. 20423



Dear Mr. Williams:

I represent Housatonic Logistics Company, LLC. Enclosed is an original and one counterpart of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is a Memorandum of Option Agreement, a primary document dated August 4, 2005, between the following parties:

Optionor: Global One Transport, Inc.
3340 Camp Bowie Blvd. Suite 200
Fort Worth, Texas 76107

Optionee: Housatonic Logistics Company, LLC
8 Davis Road West
P.O. Box 687
Old Lyme, Connecticut 06371

Equipment: 100 Gondolas with an AAR mechanical designation of GT bearing various non-consecutive numbers between HRLX 94001 and HRLX 94200 to be remarked with corresponding non-consecutive numbers between AEPX 94001 and AEPX 94200 as set forth in Exhibit A of the Memorandum of Option Agreement

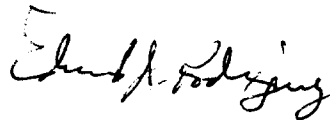
The filing fee of \$33.00 is enclosed. Please return the original and any extra copies not needed by the Board for recordation to:

Edward J. Rodriguez
Attorney at Law
P.O. Box 687
Old Lyme, Connecticut 06371

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
October 17, 2005

Summary: This document is a Memorandum of an Option Agreement under the terms of which Housatonic Logistics Company, LLC may purchase the equipment described in Exhibit A of the Memorandum of Option Agreement. As of the date of the Option Agreement the equipment was marked with 100 non-consecutive numbers between HRLX 94001 and HRLX 94200 and is to be remarked with corresponding non-consecutive numbers between AEPX 94001 and AEPX 94200 as set forth in Exhibit A of the Memorandum.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Edward J. Rodriguez".

Edward J. Rodriguez

RECORDATION NO. 25924 FILED

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SURFACE TRANSPORTATION BOARD

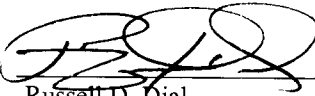
**MEMORANDUM OF
OPTION AGREEMENT**

This Memorandum of Option Agreement ("Memorandum of Option Agreement") made and entered into as of August 4, 2005 is intended to evidence an Option Agreement dated as of August 4, 2005 (the "Option Agreement") by and between **GLOBAL ONE TRANSPORT, INC.**, a Texas corporation, ("Optionor") and **HOUSATONIC LOGISTICS COMPANY, LLC**, a Connecticut limited liability company ("Optionee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under 49 U.S.C. 11301. Optionee has the right to purchase from Optionor, its successors and assigns, at a price and upon terms set forth in the Option Agreement, the one hundred railcars described in Schedule A attached hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above.

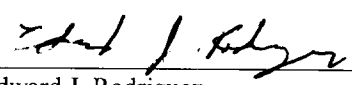
GLOBAL ONE TRANSPORT, INC.

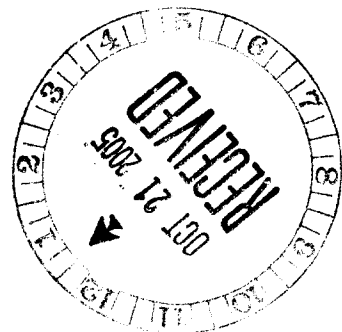
By: _____


Russell D. Dial
Vice President

HOUSATONIC LOGISTICS COMPANY, LLC

By: _____


Edward J. Rodriguez
Member



STATE OF TEXAS)
) SS:
COUNTY OF)

On this 30 day of August, 2005 before me the subscriber, SANDY INGALLS, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Russell D. Dial, to me personally known, who stated and acknowledged that he is the Vice President of Global One Transport, Inc., a Texas Corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 30 day of August, 2005.



Sandy Ingalls
Notary Public
My commission expires:

STATE OF CONNECTICUT)
) SS:
COUNTY OF NEW LONDON)

On this 4th day of August, 2005, before me the subscriber, Cornelia Jane Chapin, a notary public, duly qualified and acting, within and for said County and State, appeared in person the within named Edward J. Rodriguez, to me personally known, who stated and acknowledged that he is a Member of Housatonic Logistics Company, LLC, a Connecticut limited liability company, and duly authorized by authority of the Members or By-laws of said limited liability company in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said company and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said company, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand this 4th day of August, 2005.

Cornelia Jane Chapin
Cornelia Jane Chapin
Notary Public
My commission expires: 04/30/2008

Exhibit A - Memorandum of Option Agreement - Housatonic Logistics Company, LLC to Global One Transport, Inc.
4-Aug-05

| CURRENT NUMBER | | NEW NUMBER | |
|----------------|-------|------------|-------|
| HRLX | 94001 | AEPX | 94001 |
| HRLX | 94004 | AEPX | 94004 |
| HRLX | 94005 | AEPX | 94005 |
| HRLX | 94007 | AEPX | 94007 |
| HRLX | 94009 | AEPX | 94009 |
| HRLX | 94011 | AEPX | 94011 |
| HRLX | 94016 | AEPX | 94016 |
| HRLX | 94018 | AEPX | 94018 |
| HRLX | 94019 | AEPX | 94019 |
| HRLX | 94020 | AEPX | 94020 |
| HRLX | 94021 | AEPX | 94021 |
| HRLX | 94022 | AEPX | 94022 |
| HRLX | 94024 | AEPX | 94024 |
| HRLX | 94027 | AEPX | 94027 |
| HRLX | 94032 | AEPX | 94032 |
| HRLX | 94033 | AEPX | 94033 |
| HRLX | 94037 | AEPX | 94037 |
| HRLX | 94038 | AEPX | 94038 |
| HRLX | 94040 | AEPX | 94040 |
| HRLX | 94041 | AEPX | 94041 |
| HRLX | 94042 | AEPX | 94042 |
| HRLX | 94043 | AEPX | 94043 |
| HRLX | 94045 | AEPX | 94045 |
| HRLX | 94050 | AEPX | 94050 |
| HRLX | 94053 | AEPX | 94053 |
| HRLX | 94057 | AEPX | 94057 |
| HRLX | 94058 | AEPX | 94058 |
| HRLX | 94059 | AEPX | 94059 |
| HRLX | 94062 | AEPX | 94062 |
| HRLX | 94064 | AEPX | 94064 |
| HRLX | 94065 | AEPX | 94065 |
| HRLX | 94066 | AEPX | 94066 |
| HRLX | 94067 | AEPX | 94067 |
| HRLX | 94072 | AEPX | 94072 |
| HRLX | 94073 | AEPX | 94073 |
| HRLX | 94074 | AEPX | 94074 |
| HRLX | 94078 | AEPX | 94078 |
| HRLX | 94081 | AEPX | 94081 |
| HRLX | 94084 | AEPX | 94084 |
| HRLX | 94086 | AEPX | 94086 |
| HRLX | 94087 | AEPX | 94087 |
| HRLX | 94088 | AEPX | 94088 |
| HRLX | 94090 | AEPX | 94090 |
| HRLX | 94092 | AEPX | 94092 |
| HRLX | 94094 | AEPX | 94094 |
| HRLX | 94095 | AEPX | 94095 |
| HRLX | 94096 | AEPX | 94096 |
| HRLX | 94102 | AEPX | 94102 |
| HRLX | 94103 | AEPX | 94103 |
| HRLX | 94104 | AEPX | 94104 |

| CURRENT NUMBER | | NEW NUMBER | |
|----------------|-------|------------|-------|
| HRLX | 94108 | AEPX | 94108 |
| HRLX | 94114 | AEPX | 94114 |
| HRLX | 94122 | AEPX | 94122 |
| HRLX | 94127 | AEPX | 94127 |
| HRLX | 94130 | AEPX | 94130 |
| HRLX | 94135 | AEPX | 94135 |
| HRLX | 94136 | AEPX | 94136 |
| HRLX | 94138 | AEPX | 94138 |
| HRLX | 94146 | AEPX | 94146 |
| HRLX | 94147 | AEPX | 94030 |
| HRLX | 94149 | AEPX | 94149 |
| HRLX | 94150 | AEPX | 94150 |
| HRLX | 94151 | AEPX | 94151 |
| HRLX | 94152 | AEPX | 94152 |
| HRLX | 94153 | AEPX | 94003 |
| HRLX | 94154 | AEPX | 94025 |
| HRLX | 94155 | AEPX | 94155 |
| HRLX | 94156 | AEPX | 94017 |
| HRLX | 94157 | AEPX | 94026 |
| HRLX | 94158 | AEPX | 94158 |
| HRLX | 94159 | AEPX | 94008 |
| HRLX | 94160 | AEPX | 94160 |
| HRLX | 94161 | AEPX | 94034 |
| HRLX | 94162 | AEPX | 94162 |
| HRLX | 94163 | AEPX | 94163 |
| HRLX | 94164 | AEPX | 94029 |
| HRLX | 94165 | AEPX | 94165 |
| HRLX | 94166 | AEPX | 94166 |
| HRLX | 94167 | AEPX | 94167 |
| HRLX | 94168 | AEPX | 94006 |
| HRLX | 94169 | AEPX | 94169 |
| HRLX | 94170 | AEPX | 94170 |
| HRLX | 94171 | AEPX | 94171 |
| HRLX | 94172 | AEPX | 94172 |
| HRLX | 94173 | AEPX | 94035 |
| HRLX | 94175 | AEPX | 94175 |
| HRLX | 94177 | AEPX | 94177 |
| HRLX | 94179 | AEPX | 94023 |
| HRLX | 94180 | AEPX | 94180 |
| HRLX | 94181 | AEPX | 94010 |
| HRLX | 94183 | AEPX | 94183 |
| HRLX | 94184 | AEPX | 94002 |
| HRLX | 94185 | AEPX | 94185 |
| HRLX | 94187 | AEPX | 94012 |
| HRLX | 94188 | AEPX | 94015 |
| HRLX | 94189 | AEPX | 94189 |
| HRLX | 94191 | AEPX | 94191 |
| HRLX | 94197 | AEPX | 94197 |
| HRLX | 94198 | AEPX | 94031 |
| HRLX | 94200 | AEPX | 94200 |